

RESOLUTION NO. 102-22

The Board of County Commissioners of Clermont County, Ohio, met in regular session on the 27th day of July 2022, with the following members present:

Bonnie Batchler, President

David Painter, Vice President

Claire Corcoran, Member

Mr. Painter moved for the adoption of the following

Resolution:

**RESOLUTION ACCEPTING RECOMMENDATION OF ENGINEER;
TERMINATING PERFORMANCE BOND AND ACTIVATING
MAINTENANCE BOND OF COMBINED PERFORMANCE AND
MAINTENANCE BOND DOCUMENTS FOR MILLS OF MIAMI
SUBDIVISION, SECTION 3, IN MIAMI TOWNSHIP.**

WHEREAS, the Board has previously by Resolution dated September 16, 2020 as appears in Commissioners' Journal 318, accepted a Combined Performance and Maintenance Bond of D.R. Horton – Indiana, LLC as principal and Nationwide Mutual Insurance Company as surety for the development and construction of McMills Drive, and Spring Knoll Court and related improvements of Mills of Miami Subdivision, Section 3, and

WHEREAS, the office of the County Engineer has inspected the right-of-way and related improvements, and approves they have been constructed according to the plans and specifications previously approved; and

WHEREAS, the Combined Performance and Maintenance Bond by its own terms requires a conversion to a Maintenance Bond for a period of one year to insure that the above-referenced principal maintain the improvements in accordance with the subdivision regulations of Clermont County, Ohio.

NOW, THEREFORE, BE IT RESOLVED, as follows:

1. That the performance provisions of the above referenced bond have been completed and the bond is released as to the performance aspects. The surety represented by the previously referenced bond shall continue as surety for the maintenance aspects of the bond.
2. That the Maintenance Bond provisions of the Combined Performance and Maintenance Bonds are hereby effective and activated and that the said principal and sureties shall remain firmly bound to Clermont County, Ohio in the penal sum of \$10,000.00 as previously provided and shall continue to be so responsible for a period of one year of use from the date of this conversion during which period the Maintenance Bond shall remain in full force and effect upon the terms previously specified in said Bond.
3. That the Clerk shall certify this Resolution to the County Engineer who shall notify the principal and sureties of this conversion of the bond pursuant to its terms.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Board of County Commissioners hereby finds and determines that all formal actions relative to the passage of the Resolution were taken in an open meeting of this Board and of its Committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with the applicable legal requirements, including Section 121.22 of the Ohio Revised Code.

Mrs. Corcoran seconded the motion and upon roll call, the vote was as follows:

Mrs. Batchler Yes; Mr. Painter Yes; Mrs. Corcoran Yes;

DATED: July 27, 2022

ATTEST:

Holly Isaacs

Holly Isaacs, Clerk
Board of County Commissioners

The Board of County Commissioners of the County of Clermont, Ohio met in Regular Session at the office of said Board at 101 E. Main Street Batavia, Ohio 45103-2960, on the 27th day of July, 2022, with the following members present:

Bonnie J. Batchler, President
David L. Painter, Vice President
Claire B. Corcoran, Member

Mr. Painter moved for the adoption of the following Resolution:

RESOLUTION NO. 104-22

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NEWTONSVILLE AREA WASTEWATER TREATMENT PLANT REVENUE BONDS, SERIES 2022, IN THE MAXIMUM PRINCIPAL AMOUNT OF \$4,000,000, FOR THE PURPOSE OF PAYING A PORTION OF THE COSTS OF CONSTRUCTING THE NEWTONSVILLE AREA WASTEWATER TREATMENT PLANT, LOCATED IN WAYNE TOWNSHIP, PROJECT NUMBER 6402-60117, AND AUTHORIZING VARIOUS RELATED DOCUMENTS AND INSTRUMENTS

WHEREAS, pursuant to the provisions of Chapter 6117 of the Ohio Revised Code, the County now owns and operates, as a public utility, the Clermont County Sewer System (the “Utility”) the services of which are supplied to users within the boundaries of the Utility; and

WHEREAS, pursuant to Chapter 133 of the Ohio Revised Code the County is authorized to: issue its sewer system revenue bonds (the “Bonds”) for the purpose of paying a portion of the costs of improving the Utility and for the purpose of paying the costs of debt issued to pay the costs of improving the Utility, and to provide for the pledge or assignment of sewer system revenues of the Utility (“Revenues”) to pay the principal of and interest and any redemption premium on the Bonds; and

WHEREAS, this Board has previously determined that improvements to the Utility are necessary for it to be adequate to meet the needs of the users within its boundaries, and this Board caused to be prepared by engineers suitable reports, plans, specifications and estimates of cost sufficient to determine the nature, character and cost of improving the Utility; and based upon those reports, this Board previously determined pursuant to Resolution Number 165-19 adopted on October 23, 2019 that it is necessary and in the best interest of the users to establish and make improvements to the Utility, specifically the construction of the Newtonsville Area Wastewater Treatment Plant Project, Project Number 6402-60117 (“Project”); and

WHEREAS, this Board has previously determined to proceed with the Project pursuant to Resolution Number 012-20 adopted on January 15, 2020; and

WHEREAS, the County Auditor has previously determined that the economic life of the Project is at least five years and certified that the maximum maturity of the Bonds is at least forty (40) years; and

WHEREAS, the United States Department of Agriculture, as Purchaser, has, subject to certain conditions set forth in its Letter of Conditions, dated May 26, 2020, agreed to loan the County not to exceed \$4,000,000, as evidenced by its purchase of the Bonds; and

WHEREAS, this Board finds and determines that it will be in the County's best interest to issue Newtonsville Area Wastewater Treatment Plant Revenue Bonds, Series 2022, in accordance with Chapter 133 of the Ohio Revised Code, in anticipation of the collection of the Revenues, in order to pay a portion of the costs of the Project and to pay the financing costs with respect to the Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of the County of Clermont, State of Ohio, with at least two-thirds of its members thereto concurring as follows:

Section 1. Definitions and Interpretation. In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

"Authorized Denominations" means the denomination of \$1,000 or any integral multiple in excess thereof.

"Board" means the Board of County Commissioners of the County.

"Bond Proceedings" means, collectively, this Resolution, and such other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

"Bond Register" means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

"Bond Registrar" means the County Treasurer as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds.

"Bonds" means the Newtonsville Area Wastewater Treatment Plant Revenue Bonds, Series 2022, authorized herein.

"Clerk" means the Clerk of the Board of County Commissioners.

"Closing Date" means the date of physical delivery of, and payment of the purchase price for, the Bonds.

"County" means Clermont County, Ohio.

“County Administrator” means the County Administrator of the County or his designee, and if said position is not then occupied, the President of the Board of County Commissioners.

“County Auditor” means the County Auditor of the County or her designee.

“Interest Payment Dates” means the date or dates of each year that the Bonds are outstanding on which interest is to be paid, as set forth in the Bonds, commencing on the date specified in the Bonds.

“Letter of Conditions” means the Letter dated May 26, 2020, from the Area Director of the United States Department of Agriculture Rural Development to the County, as revised on that same date.

“Letter of Intent to Meet Conditions” means the United States Department of Agriculture Rural Development Form 1942-46, dated May 26, 2020, executed on behalf of the County by David L. Painter, President of the Board on June 24, 2020, as approved by a motion of the Board on June 24, 2020.

“Net Revenues” means Revenues minus Operating and Maintenance Expenses.

“Newtonsville Treatment Plant Bonds” means the County’s Newtonsville Area Wastewater Treatment Plant Revenue Bonds, Series 2022, dated the date of the Bonds.

“Operating and Maintenance Expenses” means operating and maintenance expenses of the Utility, determined in accordance with GAAP.

“Principal Payment Dates” means the date in each of the years identified in the Bonds as the principal payment date; *provided* that in no case shall the final Principal Payment Date of the Bonds exceed the maximum maturity limitation referred to in the preambles hereto, all of which determinations shall be made by the County Administrator in such manner as to be in the best interest of and financially advantageous to the County.

“Project” means the construction of the Newtonsville Area Wastewater Treatment Plant, Project Number 6402-60117.

“Purchase Agreement” means, collectively, the Letter of Conditions and the Letter of Intent to Meet Conditions.

“Purchaser” means the United States Department of Agriculture.

“Reserve Fund” means the Reserve Fund authorized by Section 8 herein.

“Revenues” means the revenues of the Utility, excluding any special assessments collected for any projects of the Utility.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

Section 2. Authorized Principal Amount and Purpose; Application of Proceeds. This Board determines that it is necessary and in the best interest of the County to issue bonds of this County in the maximum principal amount of \$4,000,000 (the "*Bonds*") for the purpose of paying a portion of the Project. The Bonds shall be issued pursuant to Chapter 133 of the Ohio Revised Code and this Resolution.

The aggregate principal amount of Bonds to be issued shall not exceed the maximum principal amount specified in this Section 2 and shall be an amount determined by this Board to be the aggregate principal amount of Bonds that is required to be issued at this time for the purpose stated in this Section 2, taking into account the other County monies available for the purpose, the estimated financing costs and the interest rates on the Bonds, as evidenced by the execution of the Bonds by this Board.

The proceeds from the sale of the Bonds received by the County shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued.

Section 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions. The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Bonds shall be dated as provided in the Bonds.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year as set forth in the Bonds. Interest on the Bonds shall be payable at such rate or rates on the Interest Payment Dates until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature on the Principal Payment Dates in principal amounts as shall be set forth in the Bonds.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The interest rate per year for the Bonds determined by taking into account the respective principal amounts of the Bonds shall not exceed the interest rate set forth in the Purchase Agreement.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register

at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date.

(e) Redemption Provisions. The Bonds maturing on July 1, 2062 shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund redemption requirements, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable mandatory redemption dates and in the principal amounts payable on those dates as shown on the Bonds.

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on any Bonds on each mandatory redemption date shall include an amount sufficient to redeem on that date the principal amount of Bonds payable on that date set forth in the Bond.

Section 4. Execution and Authentication of Bonds. The Bonds shall be signed by at least two members of the Board of County Commissioners and the County Auditor, in the name of the County and in their official capacities; *provided* that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Purchaser and approved by the County Administrator, shall be numbered as determined by the County Administrator in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond Proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond Proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar. The same person need not sign the certificate of authentication on all of the Bonds.

Section 5. Registration. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register. Subject to the provisions of Sections 3(d), the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond Proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

Section 6. Sale of the Bonds to the Purchaser. The County Administrator is authorized to sell the Bonds at private sale to the Purchaser who intends to hold them until maturity and has no present intent to resell the Bonds, at a purchase price equal to 100% of the aggregate principal amount thereof, plus accrued interest (if any) on the Bonds from their date to the Closing Date, with and upon such

other terms as are required or authorized by this Resolution, in accordance with law, the provisions of this Resolution and the Purchase Agreement.

The County Administrator shall cause the Bonds to be prepared and signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Purchaser upon payment of the purchase price.

The Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

The County Commissioners, or any of them, the County Administrator, the County Auditor, the County Prosecutor, the County Treasurer, the Clerk and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

Section 7. Pledge of Net Revenues Securing the Payment of Debt Charges. The Bonds shall be paid solely from the Net Revenues of the Utility. The Bonds do not constitute a pledge of and are not payable from any other funds of the County, and do not constitute a pledge of and are not payable from any funds of the State of Ohio or any of its political subdivisions.

Section 8. Reserve Fund. As set forth in the Letter of Conditions, there shall be created a fund designated as the Newtonsville Area Wastewater Treatment Plant Project Reserve Fund ("Reserve Fund") to be held by the Registrar. The County shall deposit, solely from the Net Revenues of the Utility, the required amounts at the specified times into the Reserve Fund as set forth in the Letter of Conditions.

Section 9. Bond Counsel. The legal services of the law firm of Locke Lord LLP are hereby retained. Those legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the authorization, sale and issuance of the Bonds and rendering at delivery related legal opinions. In providing those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of this County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, any county or municipal corporation or of this County, or the execution of public trusts. For those legal services that firm shall be paid just and reasonable compensation and shall be reimbursed for actual out-of-pocket expenses incurred in providing those legal services. The County Administrator is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue an appropriate order for their timely payment as written statements are submitted by that firm.

Section 10. Certification and Delivery of Resolution. The Clerk is directed to promptly deliver a certified copy of this Resolution to the County Auditor.

Section 11. Satisfaction of Conditions for Bond Issuance. This Board determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the Net Revenues (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

Section 12. Compliance with Open Meeting Requirements. This Board finds and determines that all formal actions of this Board and any of its committees concerning and relating to the adoption of this Resolution were taken in an open meeting of this Board or its committees and that all deliberations of this Board and any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law, including Section 121.22 of the Ohio Revised Code.

Section 13. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption.

Mrs. Corcoran seconded the motion and upon call of the roll, the vote resulted as follows:

Mrs. Batchler

Yes

Mr. Painter

Yes

Mrs. Corcoran

Yes

The foregoing is a true and correct excerpt from the minutes of the meeting on July 27, 2022, of the Board of County Commissioners of Clermont County, Ohio, showing the adoption of the Resolution hereinabove set forth.

Dated: July 27, 2022

Spicy Isaacs

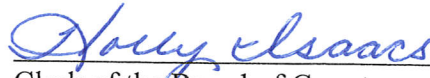
Clerk of the Board of County Commissioners
Clermont County, Ohio

This Resolution was prepared and approved by:

Todd L. Cooper
Todd L. Cooper, Partner
Locke Lord LLP

CERTIFICATE

The undersigned hereby certifies that a copy of the foregoing ordinance was certified to the County Auditor.



Clerk of the Board of County
Commissioners

RECEIPT

The undersigned hereby acknowledges receipt of a certified copy of the foregoing resolution.



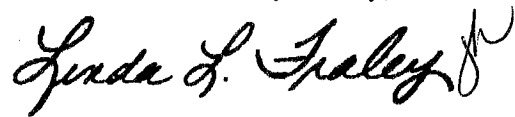
County Auditor

Dated: July 27, 2022

**CERTIFICATE AS TO ESTIMATED
MAXIMUM MATURITY OF BONDS**

The undersigned County Auditor of Clermont County, Ohio, being the fiscal officer thereof within the meaning of Revised Code Section 133.01(L), hereby certifies that the estimated life or period of usefulness of all the permanent improvements to be financed with the proceeds of the sale of \$4,000,000 of bonds to be issued for the purpose set forth in the Board of County Commissioners' Resolution No. 104-22 is at least five (5) years, and that the estimated maximum maturity of said bonds, calculated in accordance with Sections 133.19 and 133.20 of the Revised Code, is forty (40) years, as detailed in Exhibit A, which is hereby incorporated herein.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July, 2022.



County Auditor
Clermont County, Ohio

PM1:31 JUL 28, 2022

BOARD OF CLERMONT
COUNTY COMMISSIONERS

EXHIBIT A
to Certificate as to Estimated Maximum Maturity
of Bonds and Notes

I. Permanent Improvement	II. Ohio Revised Code Section 133.20 Category	III. Estimated Years of Life or Period of Usefulness (Ohio Revised Code Section 133.20(C) Permanent Improvements)	IV. Estimated Maximum Maturity (Years)	V. Maximum Amount Expended or Proposed to be Expended
Newtonsville Area Wastewater Treatment Plant	Section 133.20(B)(2)(b)	N.A.	40	\$4,000,000

The Board of County Commissioners of the County of Clermont, Ohio met in Regular Session at the office of said Board at 101 E. Main Street Batavia, Ohio 45103-2960, on the 27th day of July, 2022 with the following members present:

Bonnie J. Batchler, President
David L. Painter, Vice President
Claire B. Corcoran, Member

Mrs. Corcoran moved for the adoption of the following Resolution:

RESOLUTION NO. 105-22

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NEWTONSVILLE AREA SEWER COLLECTION SYSTEM REVENUE BONDS, SERIES 2022, IN ANTICIPATION OF THE COLLECTION OF SPECIAL ASSESSMENTS TO BE LEVIED, IN THE MAXIMUM PRINCIPAL AMOUNT OF \$4,218,000, FOR THE PURPOSE OF PAYING A PORTION OF THE COSTS OF CONSTRUCTING THE NEWTONSVILLE AREA SEWER COLLECTION SYSTEM LOCATED IN WAYNE TOWNSHIP, PROJECT NUMBER 6402-60116, AND AUTHORIZING VARIOUS RELATED DOCUMENTS AND INSTRUMENTS

WHEREAS, pursuant to the provisions of Chapter 6117 of the Ohio Revised Code, the County now owns and operates, as a public utility, the Clermont County Sewer System (the “*Utility*”) the services of which are supplied to users within the boundaries of the Utility; and

WHEREAS, pursuant to Chapter 133 of the Ohio Revised Code the County is authorized to: issue its sewer system revenue bonds (the “*Bonds*”) for the purpose of paying a portion of the costs of improving the Utility and for the purpose of paying the costs of debt issued to pay the costs of improving the Utility, and to provide for the pledge or assignment of special assessments to be levied to pay the principal of and interest and any redemption premium on the Bonds; and

WHEREAS, this Board has previously determined that improvements to the Utility are necessary for it to be adequate to meet the needs of the users within its boundaries, and this Board caused to be prepared by engineers suitable reports, plans, specifications and estimates of cost sufficient to determine the nature, character and cost of improving the Utility; and based upon those reports, this Board previously determined pursuant to Resolution Number 165-19 adopted on October 23, 2019 that it is necessary and in the best interest of the users to establish and make improvements to the Utility, specifically the Newtonsville Area Collection System Project, Project Number 6402-60116 (“*Project*”); and

WHEREAS, this Board has previously determined to proceed with the Project pursuant to Resolution Number 012-20 adopted on January 15, 2020; and

WHEREAS, the County Auditor has previously determined that the economic life of the Project is at least five years and certified that the maximum maturity of the Bonds is at least forty (40) years; and

WHEREAS, the United States Department of Agriculture, as Purchaser, has, subject to certain conditions set forth in its Letter of Conditions, as revised, dated May 26, 2020, agreed to loan the County not to exceed \$4,218,000, as evidenced by its purchase of the Bonds; and

WHEREAS, this Board finds and determines that it will be in the County's best interest to issue Newtonsville Area Sewer Collection System Revenue Bonds, Series 2022, in accordance with Chapter 133 of the Ohio Revised Code in order to pay a portion of the costs of the Project, in anticipation of the collection of special assessments to be levied against the benefitted properties to pay the property owners portion of the cost of the Project and to pay the financing costs with respect to the Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of the County of Clermont, State of Ohio, with at least two-thirds of its members thereto concurring as follows:

Section 1. Definitions and Interpretation. In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

"Authorized Denominations" means the denomination of \$1,000 or any integral multiple in excess thereof.

"Board" means the Board of County Commissioners of the County.

"Bond Proceedings" means, collectively, this Resolution, and such other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

"Bond Register" means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

"Bond Registrar" means the County Treasurer as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds.

"Bonds" means the Newtonsville Area Sewer Collection System Revenue Bonds, Series 2022, authorized herein.

"Clerk" means the Clerk of the Board of County Commissioners.

"Closing Date" means the date of physical delivery of, and payment of the purchase price for, the Bonds.

"County" means Clermont County, Ohio.

“County Administrator” means the County Administrator of the County or his designee, and if said position is not then occupied, the President of the Board of County Commissioners.

“County Auditor” means the County Auditor of the County or her designee.

“Interest Payment Dates” means the date or dates of each year that the Bonds are outstanding on which interest is to be paid, as set forth in the Bonds, commencing on the date specified in the Bonds.

“Letter of Conditions” means the Letter dated May 26, 2020, from the Area Director of the United States Department of Agriculture Rural Development to the County, as revised on that same date.

“Letter of Intent to Meet Conditions” means the United States Department of Agriculture Rural Development Form 1942-46, dated May 26, 2020, executed on behalf of the County by David L. Painter, President of the Board on June 24, 2020, as approved by a motion of the Board on June 24, 2020.

“Net Revenues” means Revenues minus Operating and Maintenance Expenses.

“Newtonsville Collection System Bonds” means the County’s Newtonsville Area Collection System Revenue Bonds, Series 2022.

“Operating and Maintenance Expenses” means operating and maintenance expenses of the Utility, determined in accordance with GAAP.

“Principal Payment Dates” means the date in each of the years identified in the Bonds as the principal payment date; *provided* that in no case shall the final Principal Payment Date of the Bonds exceed the maximum maturity limitation referred to in the preambles hereto, all of which determinations shall be made by the County Administrator in such manner as to be in the best interest of and financially advantageous to the County.

“Project” means the construction of the Newtonsville Area Sewer Collection System, Project Number 6402-60116.

“Purchase Agreement” means, collectively, the Letter of Conditions and the Letter of Intent to Meet Conditions.

“Purchaser” means the United States Department of Agriculture.

“Reserve Fund” means the Reserve Fund authorized by Section 8 herein.

“Revenues” means the revenues of the Utility, including the Special Assessments; provided that the Special Assessment are revenues of the Utility solely for the purpose of paying the debt

charges on the Bonds and not for the purposes of paying any debt charges or any other bonds secured by the Revenues, including the Newtonsville Treatment Plant Bonds.

“Special Assessments” means the special assessments to be levied against the properties benefitted by the Project which special assessments shall be used to pay debt charges on the Bonds.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

Section 2. Authorized Principal Amount and Purpose; Application of Proceeds. This Board determines that it is necessary and in the best interest of the County to issue bonds of this County in the maximum principal amount of \$4,218,000 (the “Bonds”) in anticipation of the collection of the Special Assessments for the purpose of paying a portion of the property owners’ share of the Project. The Bonds shall be issued pursuant to Chapter 133 of the Ohio Revised Code and this Resolution.

The aggregate principal amount of Bonds to be issued shall not exceed the maximum principal amount specified in this Section 2 and shall be an amount determined by this Board to be the aggregate principal amount of Bonds that is required to be issued at this time for the purpose stated in this Section 2, taking into account the other County monies available for the purpose, the estimated financing costs and the interest rates on the Bonds, as evidenced by the execution of the Bonds by this Board.

The proceeds from the sale of the Bonds received by the County shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued.

Section 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions. The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Bonds shall be dated as provided in the Bonds.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year as set forth in the Bonds. Interest on the Bonds shall be payable at such rate or rates on the Interest Payment Dates until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature on the Principal Payment Dates in principal amounts as shall be set forth in the Bonds.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The interest rate per year for the Bonds determined by taking into account the respective principal amounts of the Bonds shall not exceed the interest rate set forth in the Purchase Agreement.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date.

(e) Redemption Provisions. The Bonds maturing on July 1, 2062 shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund redemption requirements, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable mandatory redemption dates and in the principal amounts payable on those dates as shown on the Bonds.

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on any Bonds on each mandatory redemption date shall include an amount sufficient to redeem on that date the principal amount of Bonds payable on that date set forth in the Bond.

Section 4. Execution and Authentication of Bonds. The Bonds shall be signed by at least two members of the Board of County Commissioners and the County Auditor, in the name of the County and in their official capacities; *provided* that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Purchaser and approved by the County Administrator, shall be numbered as determined by the County Administrator in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond Proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond Proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar. The same person need not sign the certificate of authentication on all of the Bonds.

Section 5. Registration. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register. Subject to the provisions of Sections 3(d), the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond Proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and

effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

Section 6. Sale of the Bonds to the Purchaser. The County Administrator is authorized to sell the Bonds at private sale to the Purchaser who intends to hold them until maturity and has no present intent to resell the Bonds, at a purchase price equal to 100% of the aggregate principal amount thereof, plus accrued interest (if any) on the Bonds from their date to the Closing Date, with and upon such other terms as are required or authorized by this Resolution, in accordance with law, the provisions of this Resolution and the Purchase Agreement.

The County Administrator shall cause the Bonds to be prepared and signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Purchaser upon payment of the purchase price.

The Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

The County Commissioners, or any of them, the County Administrator, the County Auditor, the County Prosecutor, the County Treasurer, the Clerk and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

Section 7. Pledge Securing the Payment of Debt Charges. The Bonds shall be paid solely from the Net Revenues of the Utility. The Bonds do not constitute a pledge of and are not payable from any other funds of the County, and do not constitute a pledge of and are not payable from any funds of the State of Ohio or any of its political subdivisions.. Any Net Revenues other than the Special Assessments will only be used to pay the debt charges of the Bonds to the extent the Special Assessments are not sufficient to pay the debt charges of the Bonds.

Section 8. Reserve Fund. As set forth in the Letter of Conditions, there shall be created a fund designated as the Newtonsville Area Sewer Collection System Project Reserve Fund ("Reserve Fund") to be held by the Registrar. The County shall deposit, solely from the Net Revenues of the Utility, the required amounts at the specified times into the Reserve Fund as set forth in the Letter of Conditions.

Section 9. Bond Counsel. The legal services of the law firm of Locke Lord LLP are hereby retained. Those legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the authorization, sale and issuance of the Bonds and rendering at delivery related legal opinions. In providing those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of this County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, any county or municipal corporation or of this County, or the execution of public trusts. For those legal services that firm shall be paid just and reasonable compensation and shall be reimbursed for actual out-of-pocket

expenses incurred in providing those legal services. The County Administrator is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue an appropriate order for their timely payment as written statements are submitted by that firm.

Section 10. Certification and Delivery of Resolution. The Clerk is directed to promptly deliver a certified copy of this Resolution to the County Auditor.

Section 11. Satisfaction of Conditions for Bond Issuance. This Board determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the Net Revenues (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

Section 12. Compliance with Open Meeting Requirements. This Board finds and determines that all formal actions of this Board and any of its committees concerning and relating to the adoption of this Resolution were taken in an open meeting of this Board or its committees and that all deliberations of this Board and any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law, including Section 121.22 of the Ohio Revised Code.

Section 13. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption.

Mr. Painter seconded the motion and upon call of the roll, the vote resulted as follows:

Mrs. Batchler

Yes

Mr. Painter

Yes

Mrs. Corcoran

Yes

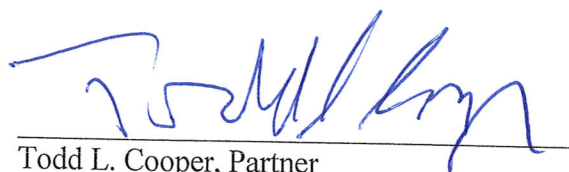
The foregoing is a true and correct excerpt from the minutes of the meeting on July 27, 2022, of the Board of County Commissioners of Clermont County, Ohio, showing the adoption of the Resolution hereinabove set forth.

Dated: July 27, 2022

Dolly Isaacs

Clerk of the Board of County Commissioners
Clermont County, Ohio

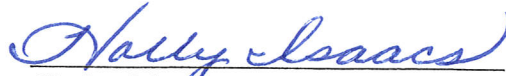
This Resolution was prepared and approved by:

A handwritten signature in blue ink, appearing to read "Todd L. Cooper", written over a horizontal line.

Todd L. Cooper, Partner
Locke Lord LLP

CERTIFICATE

The undersigned hereby certifies that a copy of the foregoing ordinance was certified to the County Auditor.



Clerk of the Board of County
Commissioners

RECEIPT

The undersigned hereby acknowledges receipt of a certified copy of the foregoing resolution.



County Auditor

Dated: July 27, 2022

**CERTIFICATE AS TO ESTIMATED
MAXIMUM MATURITY OF BONDS**

The undersigned County Auditor of Clermont County, Ohio, being the fiscal officer thereof within the meaning of Revised Code Section 133.01(L), hereby certifies that the estimated life or period of usefulness of all the permanent improvements to be financed with the proceeds of the sale of \$4,218,000 of bonds to be issued for the purpose set forth in the Board of County Commissioners' Resolution No. 105-22 is at least five (5) years, and that the estimated maximum maturity of said bonds, calculated in accordance with Sections 133.19 and 133.20 of the Revised Code, is forty (40) years, as detailed in Exhibit A, which is hereby incorporated herein.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July, 2022.



County Auditor
Clermont County, Ohio

PM1:31 JUL 28, 2022
BOARD OF CLERMONT
COUNTY COMMISSIONERS

EXHIBIT A
to Certificate as to Estimated Maximum Maturity
of Bonds and Notes

I. Permanent Improvement	II. Ohio Revised Code Section 133.20 Category	III. Estimated Years of Life or Period of Usefulness (Ohio Revised Code Section 133.20(C) Permanent Improvements)	IV. Estimated Maximum Maturity (Years)	V. Maximum Amount Expended or Proposed to be Expended
Newtonsville Area Sewer Collection System	Section 133.20(B)(2)(b)	N.A.	40	\$4,218,000

RESOLUTION NO. 106 -22

The Board of County Commissioners, Clermont County, Ohio, met in regular session on the 27th day of July 2022, with the following members present:

Bonnie Batchler, President

David Painter, Vice-President

Claire Corcoran, Member

Mrs. Painter moved for the adoption of the following Resolution:

RESOLUTION TO ACKNOWLEDGE THE ACCEPTANCE OF A DONATION FROM THE DUKE ENERGY FOUNDATION FOR THE EMERGENCY MANAGEMENT AGENCY AND TO APPLY THE DONATION TO THE EMERGENCY MANAGEMENT AGENCY BUDGET

WHEREAS, the Emergency Management Agency received a check as a donation from The Duke Energy Foundation, P.O. Box 1007, Charlotte, NC 28202, in the amount of \$5,000.00; and

WHEREAS, the said funds are designated by The Duke Energy Foundation to be used by the Emergency Management Agency; and

WHEREAS, the Board of Clermont County Commissioners acknowledges the acceptance of said donation of funds for use by the Emergency Management Agency;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Clermont County Commissioners, at least two thirds of its members thereto concurring as follows:

SECTION I

That the Board of Clermont County Commissioners does hereby acknowledge the acceptance of the donation of funds in the amount of \$5,000.00 from The Duke Energy Foundation; and

SECTION II

That the Board of Clermont County Commissioners does hereby authorize the Office of Management and Budget to add the donation of funds in the amount of \$5,000.00 to the 2022 Appropriations for the Emergency Management Agency; and

SECTION III

That the Board of Clermont County Commissioners does hereby direct the Emergency Management Agency to use the donation of funds in the amount of \$5,000.00; and

SECTION IV

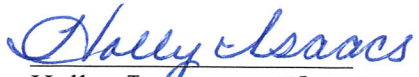
That the Board of Clermont County Commissioners, hereby finds and determines that all formal actions relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and its Committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with all applicable legal requirements including Section 121.22 of the Ohio Revised Code.

Mrs. Corcoran seconded the motion and on roll call, the vote resulted as follows:

Mrs. Batchler	<u>yes</u>
Mr. Painter	<u>yes</u>
Mrs. Corcoran	<u>yes</u>

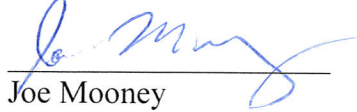
This Resolution was duly passed on the 27th day of July 2022.

ATTEST:



Holly Isaacs, Clerk
Board of County Commissioners

APPROVED AS TO FORM:



Joe Mooney
Assistant Prosecuting Attorney
Clermont County, Ohio

RESOLUTION NO. 109-22

The Board of County Commissioners of Clermont County, Ohio met in regular session on the 27th day of July, 2022, with the following members present:

Bonnie J. Batchler, President

David L. Painter, Vice-President

Claire B. Corcoran, Member

Mr(s) Painter moved for the adoption of the following Resolution:

RESOLUTION AUTHORIZING ADOPTION OF AN ALTERNATIVE METHOD OF APPORTIONMENT OF THE UNDIVIDED LOCAL GOVERNMENT FUND FOR CALENDAR YEAR 2023 THAT PER OHIO REVISED CODE SECTION 5747.53 EXCLUDES THE APPROVAL OTHERWISE REQUIRED OF THE LEGISLATIVE AUTHORITY OF THE CITY, LOCATED WHOLLY OR PARTIALLY IN THE COUNTY, WITH THE GREATEST POPULATION.

WHEREAS, Ohio Revised Code Section 5747.53 authorizes adoption of an alternative method for determining the amount to be apportioned from the Undivided Local Government Fund among the various political subdivisions within a county; and

WHEREAS, adoption of an alternative method of apportionment for the Undivided Local Government Fund requires the approval of the Board of County Commissioners, the legislative authority of the City, located wholly or partially in the County, with the greatest population, and a majority of the Boards of Township Trustees and legislative authorities of municipal corporations, located wholly or partially in the County; and

WHEREAS, Ohio Revised Code Section 5747.53 permits annual resolutions to exclude the approval otherwise required of the legislative authority of the city, located wholly or partially in the County, with the greatest population; and

WHEREAS, the Board of County Commissioners of Clermont County, Ohio, desires to approve the alternative method for allocation of the Undivided Local Government Fund as

proposed by the majority of the boards of township trustees and legislative authorities of municipal corporations for calendar year 2023.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Clermont County, Ohio with at least two-thirds of its members thereto concurring as follows:

SECTION I

Pursuant to Ohio Revised Code Section 5747.53, approval of the City of Milford, as the city located wholly or partially in the County with the greatest population, shall not be required to approve the calendar year 2023 allocation of the Undivided Local Government Fund.

SECTION II

That the distribution of the Undivided Local Government Funds be distributed for calendar year 2023 on the following basis:

1. The County will receive 48.545 percent of the total allocation to be disbursed.
2. The remaining amount of funds after the County allocation outlined in item 1 above (51.455%) will be disbursed as follows:
 - a. Thirty-seven point five percent (37.5%) of the remaining funds will be shared equally among all municipalities and townships.
 - b. Sixty-two point five percent (62.5%) of the remaining amount of the funds will be distributed to the municipalities and townships on a per capita as to be determined based upon the most current United States Census.

SECTION III

That the Clerk of the Board shall deliver a certified copy of this Resolution to the Clermont County Budget Commission.

SECTION IV

That this Resolution shall take effect at the earliest period allowed by law.

SECTION V

That the Board of County Commissioners hereby finds and determines that all formal actions relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and its Committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with all applicable legal requirements including Section 121.22 of the Ohio Revised Code.

Mr(s). Corcoran seconded the motion and on roll call, the vote resulted as follows:

Mrs. Batchler Yes

Mr. Painter Yes

Mrs. Corcoran Yes

This Resolution was duly passed on the 27th day of July, 2022.

ATTEST:

Holly Isaacs
Holly Isaacs, Clerk
Board of County Commissioners

APPROVED BY:

The Office of the Prosecuting Attorney
Clermont County, Ohio

[Signature]
Assistant Prosecuting Attorney

Date: 7/22/2022